

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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SUPPLEMENTAL ORDER UNDER 11 U.S.C. §§ 327(a) AND 328 AND  
FED. R. BANKR. P. 2014(a) MODIFYING SCOPE OF EMPLOYMENT AND  
RETENTION OF JONES LANG LASALLE AMERICAS, INC. AS REAL ESTATE  
ADMINISTRATIVE AND TRANSACTION SERVICES PROVIDER TO DEBTORS

("JLL SUPPLEMENTAL RETENTION ORDER")

Upon the supplemental application, dated October 4, 2007 (the "JLL Supplemental Application"), of Delphi Corporation ("Delphi"), and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") for an order under 11 U.S.C. §§ 327(a) and 328 and Fed. R. Bankr. P. 2014(a) authorizing the Debtors to modify the employment and retention of Jones Lang LaSalle Americas, Inc. ("JLL") to serve as the listing agent for certain properties in Warren, Ohio and Coopersville, Michigan, and to provide other limited real estate administrative and transaction services for the Debtors, nunc pro tunc to June 1, 2007, on the terms and conditions of (a) that certain Listing Agreement dated as of June 1, 2007 (the "Ohio Listing Agreement"), a copy of which is attached hereto as Exhibit 1, (b) that certain Listing Agreement dated September 1, 2007 (the "Michigan Listing Agreement"), a copy of which is attached hereto as Exhibit 2, and (c) that certain consulting agreement between JLL and DAS LLC, dated as of July 1, 2007 (the "Consulting Agreement"), a copy of which is attached hereto as Exhibit 3; and this Court having determined that the relief requested in the JLL Supplemental Application is in the best interests

of the Debtors, their estates, stakeholders, and other parties-in-interest; and it appearing that proper and adequate notice of the JLL Supplemental Application has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The JLL Supplemental Application is GRANTED, nunc pro tunc to June 1, 2007.
2. Pursuant to 11 U.S.C. §§ 327(a) and 328 and Fed. R. Bankr. P. 2014(a), the Debtors' retention of JLL is hereby modified in accordance with the JLL Supplemental Application, the Ohio Listing Agreement, the Michigan Listing Agreement, and the Consulting Agreement.
3. JLL shall continue to file fee applications for interim and final allowance of compensation and reimbursement of expenses pursuant to the procedures set forth in sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended and in effect on October 8, 2005, any applicable Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), the guidelines established by the Office of the United States Trustee, and further orders of this Court.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is satisfied by the JLL Supplemental Application.

Dated: New York, New York  
October 23, 2007

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE